

CARRIZO OIL & GAS INC  
Form 8-K  
August 19, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **August 17, 2005**

**CARRIZO OIL & GAS, INC.**

(Exact name of registrant as specified in its charter)

|   |  |                      |
|---|--|----------------------|
| <b>Texas</b>                                      | <b>000-29187-87</b>                            | <b>76-0415919</b>    |
| (State or other jurisdiction of<br>incorporation) | (Commission File Number<br>Identification No.) | (I.R.S.<br>Employer) |

|  |              |
|--|--------------|
| <b>1000 Louisiana Street</b>             |              |
| <b>Suite 1500</b>                        |              |
| <b>Houston, Texas</b>                    | <b>77002</b> |
| (Address of principal executive offices) | (Zip code)   |

Registrant's telephone number, including area code: **(713) 328-1000**

**N/A**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

Effective August 17, 2005, Carrizo Oil & Gas, Inc. (the "Company") entered into Amendment No.6 (the "Amendment") to the Company's Amended and Restated Incentive Plan (the "Incentive Plan"). The Amendment amends the Incentive Plan to, among other things, (1) explicitly state that any repricing of stock options granted under the Incentive Plan will require shareholder approval and (2) clarify that the Compensation Committee of the Board of Directors may administer the Incentive Plan with respect to awards made to non-employee directors, as well as to employees and independent contractors.

The foregoing description of Amendment No.6 is not complete and is qualified by reference to the complete Amendment No.6, which is attached hereto as an exhibit and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

| <u>Exhibit Number</u> | <u>Description</u>  |
|-----------------------|---|
| 10.1                  | <u>Amendment No.6 to the Amended and Restated Incentive Plan of Carrizo Oil &amp; Gas, Inc.</u> |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CARRIZO OIL & GAS, INC.

By: /s/ Paul F. Boling

Name: Paul F. Boling

Title: Vice President and Chief Financial Officer

Date: August 19, 2005

**EXHIBIT INDEX**

10.1 Amendment No.6 to the Amended and Restated Incentive Plan of Carrizo Oil & Gas, Inc.

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